

THE AMERICAN ACADEMY OF PHYSICAL MEDICINE AND REHABILITATION

BYLAWS

ARTICLE I - NAME

The name of this organization is the American Academy of Physical Medicine and Rehabilitation, hereinafter referred to as the Academy.

ARTICLE II - OFFICES

The Academy shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the state.

ARTICLE III - PURPOSES

The Academy's purposes are to promote the art and science of medicine and the betterment of public health through an understanding and utilization of the functions and procedures of physical medicine and rehabilitation. The Academy seeks to be a leader in assisting physical medicine and rehabilitation (PM&R) physicians to acquire the continuing education, practice knowledge, leadership skills, and research information needed to provide quality patient care, and to represent the best interests of patients with, or at risk for, disabilities. The Academy seeks to further the interests of all PM&R physicians and PM&R patients by advancing excellence in the practice of physiatry.

ARTICLE IV - MEMBERSHIP

Section A. Classes of Members. The Academy is composed of the following twelve (12) membership classes:

- 1. Fellow.** A Fellow member must acquire primary certification from the American Board of Physical Medicine and Rehabilitation (ABPMR) or the American Osteopathic Board of Physical Medicine and Rehabilitation (AOBPMR) and maintain medical licensure. A Fellow Member's achievement of primary certification grants them Fellow membership, regardless of country of residence. A Fellow member's membership automatically terminates in the event their licensure is revoked or suspended.
- 2. Associate.** An Associate member must have successfully completed training in an approved PM&R residency program (Approved Residency) and maintain medical licensure. For the purposes of these Bylaws, an Approved Residency includes: (i) all PM&R residency programs accredited by the Accreditation Council for Graduate Medical Education (ACGME); and (ii) all other PM&R residency programs that have training requirements deemed equivalent, in the sole discretion of the Academy's Membership Committee, to the training requirements of an ACGME accredited residency program.
- 3. Resident.** A Resident member must be: (i) a full time resident in an Approved Residency; or (ii) a full time resident in an Approved Residency program in a related medical specialty as part of a combined residency program. For the purposes of Section A.3(ii), only residency programs accredited by the ACGME or deemed by the Academy's Membership

Committee to have training requirements equivalent to the training requirements of an ACGME accredited residency program qualify. In addition, for the purposes of Section A.3(ii), the Academy's Membership Committee shall determine in its sole discretion whether a medical specialty constitutes a "related medical specialty."

4. Associate Fellow. An Associate Fellow member must be a full time physician in an Approved Residency studying for a graduate degree related to PM&R training.

5. Medical Student. A Medical Student member must be a medical student in good standing at an accredited medical school. For the purposes of this Section A.5, the Academy Board of Governors (Board) shall determine in its sole discretion whether a medical school is considered "accredited."

6. Senior Fellow. A Senior Fellow member must have been a Fellow member in good standing for at least fifteen (15) years and have completed a process to affirm retirement due to age or permanent disability and no longer be compensated in a medically related field.

7. Part-time Fellow. A Part-time Fellow member must have been a Fellow member in good standing for at least fifteen (15) years and must be at least sixty-five (65) years of age and no longer involved in their professional activity on a full-time basis.

8. International. An International member must reside and be legally qualified to practice medicine in a country other than the United States, have completed or be in the process of completing the education, training and experience equivalent to the education, training and experience required for certification by the ABPMR or AOBPMR, but never been certified by either body. For the purposes of this Section A.8, the Academy's Membership Committee shall determine in its sole discretion whether a candidate's education, training and experience is equivalent to the education, training and experience required for certification by the ABPMR or AOBPMR.

9. Honorary. An Honorary member must have performed an outstanding and/or unique service in the field of psychiatry resulting in national or international recognition, and must not be eligible to be a Fellow member, Associate member or Senior Fellow member. For the purposes of this Section A.9, the Academy's Awards Committee shall determine in its sole discretion whether a candidate's service in the field of psychiatry was outstanding and/or unique and resulted in national or international recognition.

10. Inactive. An Inactive member must be a member in good standing who is facing a period of protracted personal hardship or illness and, therefore, seeks to transfer membership from active to inactive status. For the purposes of this Section A.10, the Academy's Membership Committee shall determine in its sole discretion whether a member's situation constitutes "protracted personal hardship or illness."

11. Research/Academic. A Research/Academic member must be a non-physician health care professional with a PhD degree and a current academic appointment in a division or department that includes PM&R within an accredited North American medical school. For the purposes of this Section A.11, the Academy's Membership Committee shall determine in its sole discretion what constitutes a "non-physician health care professional," what constitutes a "division or department that includes PM&R," and what constitutes an "accredited North American medical school."

12. Advanced Practice Provider. An Advanced Practice Provider must be a Physician Assistant or Nurse Practitioner eligible for membership in their professional discipline's national association and have a current Fellow Member (IV.A.1), Part-time Fellow Member (IV.A.7) or Associate Member (IV.A.2) as a sponsor. Advanced Practice Providers shall have recognized education or licensure/ certification, or formal appointment relevant and customary for the professional type. For the purposes of this Section A.12, the Academy's Membership Committee shall determine in its sole discretion what constitutes a "a physician assistant or nurse practitioner."

Section B. Voting and Rights. Fellow members, Senior Fellow members, and Part-time Fellow members in good standing shall have the right to vote on all actions requiring a vote of the Academy members. No other members shall have a right to vote, hold office, or serve as a Chair on standing committees.

Section C. Election to Membership.

1. Application. Unless otherwise set forth in these Bylaws, in order to be considered for membership in the Academy, an application for membership (Application) must be submitted to the Academy by or on behalf of the candidate (Candidate). All Applications shall be submitted to the Membership Committee, on forms prescribed by the Academy and in accordance with the Academy's procedures.

2. Review and Consideration. The Membership Committee shall review all complete and properly submitted Applications. Following its review of the Applications, the Membership Committee shall present to the Board the names of the Candidates that meet the requirements for membership, and its recommendation for approval by the Board. The Board shall consider the Membership Committee's recommendations and approve a final list of Candidates from among the list of Candidates recommended by the Membership Committee. The Board will present its final list of approved Candidates to the Academy members for their consideration and election.

3. Automatic Inclusion on Board's Final List of Approved Candidates. An Associate, International, or Associate Fellow member that acquires primary certification from the ABPMR or AOBPMR, shall be named automatically on the Board's final list of approved Candidates for Fellow membership. A Resident member, upon successful completion of an Approved Residency, shall be named automatically on the Board's final list of approved Candidates for Associate membership.

4. Election by Members. Candidates whose names appear on the Board's final list of approved Candidates shall be presented to the membership for its consideration at the next annual business meeting of the members.

5. Election by Membership Committee. A Fellow member who qualifies and wishes to change membership class to become a Senior Fellow member shall submit a written request to the Membership Committee for its consideration. If the Membership Committee approves the request, the Fellow member shall be declared a Senior Fellow member at the next annual business meeting of the members. A Fellow member who qualifies and wishes to change membership class to become a Part-time Fellow member shall submit a written request to the Membership Committee for its consideration. If the Membership Committee approves the request, the Fellow member shall be declared a Part-time Fellow member at the next annual business meeting of the members.

6. Election by Board. Any Fellow may nominate a Candidate for Honorary membership. It is the responsibility of the Fellow nominating the Candidate for Honorary membership to submit

an Application to the Awards Committee with adequate and verifiable information regarding the Candidate's qualifications. If the Awards Committee approves the Application, the Application shall be submitted to the Board for its consideration. If the Board approves the Application, the Candidate shall be declared an Honorary member at the next annual business meeting of the members. Any member who qualifies and wishes to change membership status to that of an Inactive member, shall submit an Application to the Board for its consideration. If the Board approves the Application, the Candidate shall immediately become an Inactive member. The Membership Committee annually reviews the status of each Inactive member. The Board, upon recommendation by the Membership Committee, may reactivate any Inactive member to their prior active membership class.

Section D. Termination of Membership.

1. By Board Action. The Board may terminate the membership of any member when the Board determines such action is in the best interest of the Academy. In the event of any decision by the Board to terminate a member's membership pursuant to this Section, the Secretary shall notify the member that their membership has been terminated by the Board pursuant to this Section. The Board's decision to terminate a member's membership is not subject to appeal.

2. For Nonpayment of Dues, Assessments or other Obligations. The membership of any member who has not paid dues within thirty (30) days following their due date, or has not paid in full any other assessment or obligation on or before the due date established by the Board, shall automatically terminate without any further notice or action by the Board. Those whose membership is terminated in accordance with this Section may request reinstatement, but must first pay in full all amounts due to the Academy and, in addition, reapply for membership if required by Section E of this Article.

3. Upon Revocation or Suspension of Medical License, or Failure of Qualifications. The membership of any member whose medical license is revoked or suspended, or whose qualification for membership shall otherwise terminate and/or no longer exist, shall automatically terminate without any further notice or action by the Board. Terminated members whose suspended or revoked license, or terminated qualification(s), is reinstated may reapply for membership in accordance with Section E of this Article.

4. Termination of Rights. All the rights and privileges of any member of the Academy including, but not limited to, all rights to vote, to hold office, and to attend meetings at the member registration rate shall immediately cease upon the termination of membership or upon the member's death.

Section E. Reinstatement.

1. Generally. The Board may, but is not required to, reinstate such former member's membership on such terms as the Board may deem appropriate.

2. Following Termination for Failure to Pay Dues. Any former member whose membership lapsed for nonpayment of dues may reinstate their membership in accordance with Academy procedure.

3. Following Termination for Revoked or Suspended License. Any former member in good standing whose membership lapsed for revoked or suspended licensure may reapply to the Academy Membership Committee for reinstatement of membership.

Section F. Resignation. Any member may resign by filing a written resignation with the Academy Secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other debt due to the Academy as of the date of said resignation, and any said obligation shall remain due until paid in full.

Section G. Transfer of Membership. Membership in this Academy is not transferable or assignable.

Section H. Compliance with Bylaws and Other Governing Documents. The acceptance of membership in the Academy evidences a member's agreement to comply with all of the provisions of these Bylaws and all policies, procedures and other governing documents of the Academy.

ARTICLE V - MEETINGS OF MEMBERS

Section A. Annual Meetings of the Members. At least one (1) regular business meeting of the members shall be held each year (typically in conjunction with the Academy's annual assembly) at a time and place designated by the Board. In the event any scheduled annual business meeting of the members is cancelled due to reasons beyond the Board's control, the Board will attempt to reschedule the annual business meeting of the members if the Board determines doing so is financially viable and there exists a reasonable expectation a membership quorum will attend the rescheduled meeting. The Board may suspend the annual business meeting of the members under other circumstances in which the Board deems it in the best interest of the Academy.

Section B. Special Meetings. A Special Meeting of the members may be called at any time by the Board, or by written petition signed by at least ten percent (10%) of the voting members, and may be held at any place designated by the Board or the petitioning members. If no designation is made by the Board or by the petitioning members, the meeting shall be held at the Academy's administrative headquarters.

Section C. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or, in the case of the annual business meeting, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the case of the annual business meeting, the Academy will endeavor to provide or make available in advance an agenda and the order of business determined by the Board. In case of a special meeting or when required by law or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Academy, with postage thereon prepaid. If sent via facsimile, email or other electronic transmission, notice of a meeting shall be deemed delivered upon delivery of the transmission. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section D. Quorum. Twenty Five (25) voting members of the Academy in good standing and present in person at meetings of the members constitutes a quorum for the purpose of conducting business. If a quorum is present, an affirmative vote of a majority of those present is required for any action by the members, unless the vote of a greater number is required by the Illinois General Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws. If less than a quorum is present at any meeting of the members, a majority of the voting members who are present may adjourn (postpone) the meeting to a future date, in which case no further notice of the adjourned (rescheduled) meeting is required. Other than adjourning the meeting, no action may be taken at a meeting if less than a quorum is present. At any adjourned (rescheduled) meeting, if a quorum is present, any business may be transacted that might have been transacted at the original meeting.

Section E. Voting. On any matter to be voted upon at any meeting of members, each member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Academy, except where otherwise provided by law or these Bylaws. The members present at a duly called meeting at which a quorum is present may continue to transact business in the event members exit the meeting leaving less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum, or the vote of a greater number if required by the Articles of Incorporation or the Bylaws. In addition to any action of the members that may be required by law, membership action is required for the election of members, election of the Nominating Committee Members-at-Large and the election of the Board. Consistent with Article VI, all other action on behalf of the Academy is the responsibility of the Board. Only matters designated for membership vote by these Bylaws or by law, regarding which notice was provided to the members, may be voted on at meetings of the members.

Section F. Fixing the Record Date for Voting. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of members, such date in any case shall be no more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of an annual business meeting, merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjourned meeting.

Section G. Manner of Voting. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand voting be by ballot.

Section H. Informal Action by Members Entitled to Vote. Any action required to be taken at a meeting of the members of the Academy, or any other action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof, or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing. If approved by the Board, notices and consents in writing may be sent to the members, and returned to the Academy, by electronic transmission.

ARTICLE VI - BOARD OF GOVERNORS

Section A. Powers. The affairs of the Academy shall be managed by or under the direction of the Board. Without limiting the foregoing, subject only to the Articles of Incorporation, Bylaws, and all resolutions and enactments of the Academy, the Board has full and complete power and authority to perform all acts and to transact all business for or on behalf of the Academy and to manage and conduct all the property, affairs, work and activities of the Academy. The Board may delegate its authority to Board members, officers, committees or other representatives as it determines to be in the Academy's best interests.

Section B. Composition. The Board shall consist of (i) the Academy's President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President and four Members-at-Large elected in accordance with Section C of this Article VI; (ii) the Chairpersons of the Academy's Inclusion and Engagement Committee, Specialty Brand Expansion Committee, Medical Education Committee, and Quality, Practice, Policy and Research Committee, each of whom shall serve as ex-officio Board members with voting rights; and (iii) the Executive Director of the Academy, the Editor-in-Chief of the Academy's professional journal, and the chief elected officer of the Physiatrist in Training Council, each of whom shall serve as ex-officio Board members with no voting rights. No member may concurrently hold more than one of the Board seats with voting rights identified herein.

Section C. Election and Appointment to the Board. The Board seats designated to the Vice-President, Secretary, and Treasurer shall be elected by the members in accordance with Articles V, VII, and IX.E.1.b of these Bylaws, and the Academy's policies and procedures as may be amended from time to time. The Board seats designated to four Members-at-Large shall be elected by the members in accordance with Articles V and IX.E.1.b of these Bylaws and the Academy's policies and procedures as may be amended from time to time. The members elect a Vice-President each year and, as vacancies and terms dictate, Member(s)-at-Large, a Secretary, and a Treasurer. Nominations for the elected Board seats shall be made by the Nominating Committee in accordance with the Academy's policies and procedures as may be amended from time to time. The Vice-President shall automatically ascend to the office of, and fill the Board seat designated to, the President-Elect. The President-Elect shall automatically ascend to the office of, and fill the Board seat designated to, the President. Following their term as President, the President shall automatically fill the Board seat designated to the Immediate Past-President. The remaining seats on the Board are held ex-officio, and shall be appointed or hired, as the case may be, in accordance with these Bylaws and the Academy's policies and procedures as may be amended from time to time.

Section D. Tenure. The President, President-Elect, Vice-President, Secretary and Treasurer shall serve on the Board during their tenure as Officers. The Immediate Past-President shall serve for one (1) year immediately after completing a term as President. Members-at-Large shall serve for two (2) years and may be elected for no more than two (2) terms. Each Board member serves until the close of the annual business meeting at which a replacement Board member is duly elected, appointed or hired in accordance with these Bylaws and the Academy's policies and procedures as may be amended from time to time.

Section E. Removal. A Board member may be removed by the Board for cause whenever in its judgment the best interests of the Academy will be served thereby. Without limiting the foregoing, non-participation in the Board's activities, unexcused absences from meetings, failure to perform Board assigned tasks, obstructive or unethical behavior, a conflict of interest or goals, or a breach of confidence shall be cause for removal from the Board. A majority vote of the Board is required to remove a Board member. A Board member may be removed at any meeting of the Board so long as the Board member being removed received written notice of the proposed removal action no less than ten (10) days prior to the meeting. A removed Board member, or a Board member who resigns following receipt of a notice of a meeting to consider the Board member's removal, is not eligible to serve on the Board in the future.

Section F. Vacancies. Vacancies occurring in the Board seats filled by the Vice-President, Secretary, Treasurer, Members-at-Large and/or the Immediate Past-President shall be filled by the Board. A Board member appointed to fill a vacancy shall serve for the sooner of 1) the expiration of their predecessor's term or until a successor has been elected. Vacancies occurring in the Board seats filled by the President and President-Elect shall be filled in accordance with Article VII, Section G of these Bylaws. Vacancies occurring in the Board seats filled by the Chairs of the Academy's Inclusion and Engagement Committee, Specialty Brand Expansion Committee, Medical Education Committee, and Quality, Practice, Policy and Research Committee shall be filled by the President. Vacancies occurring in the Board seats filled by the Executive Director, the Editor-in-Chief of the Academy's professional

journal, and the chief elected officer of the Physiatrist in Training Council shall be filled by the individuals who are hired or appointed into those positions in accordance with these Bylaws and the Academy's policies and procedures as may be amended from time to time. The term served by an individual appointed to fill a vacancy shall not count toward any term limitations set forth in these Bylaws.

Section G. Compensation. Board members shall not be compensated for their services as Board members of the Academy. However, in accordance with the Academy's budget and policies, and in the Board's sole discretion, Board members may be reimbursed their reasonable expenses, if any, for attendance at each meeting of the Board.

Section H. Regular Meetings. The Board shall hold an annual meeting and at least one (1) additional regular meeting each year at such time as specified by the Board. Written notice shall be sent to each member of the Board at least one (1) month in advance of the meeting. The annual meeting of the Board shall be held without other notice than these Bylaws in conjunction with, and at the same place as, the annual business meeting of the members. However, the Board may set an alternative date, time, and place for the annual meeting of the Board. In such instances, and for any other regular meeting called by the Board, notice of the meeting shall be given in the same manner as a special meeting of the Board. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section I. Special Meetings. Special meetings of the Board may be called upon the written request of the President, the Executive Committee, or at least four (4) voting members of the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special meeting of the Board called by them. If the person or persons calling the meeting shall fail to fix the place and time of the special meeting, the Secretary shall do so. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice to each Board member at the member's address as shown by the records of the Academy. If mailed, the notice shall be deemed to be delivered on the second day following the date deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If provided by facsimile, email or other electronic means, the notice shall be deemed delivered at the time the transmission is delivered. Notice of any special meeting may be waived in writing signed by the person entitled to the notice either before or after the time of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section J. Quorum. A majority of the voting Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the voting Board members then in office are present at said meeting, a majority of the Board members present may adjourn the meeting to another time without further notice.

Section K. Manner of Acting. The act of a majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. No Board member may act by proxy on any matter.

Section L. Participation at Meetings by Conference Telephone or Other Mediums. Members of the Board, or of any committee, advisory committee, council or task force designated by the Board, may participate in any meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section M. Presumption of Assent. A Board member who is present at a meeting of the Board at which action on any Academy matter is taken shall be conclusively presumed to have assented to the action taken unless dissent shall be entered in the minutes of the meeting or unless a written dissent is filed to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Academy immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Section N. Informal Action by Board Members. The authority of the Board may be exercised without a meeting if a consent in writing setting forth the action taken is signed by all of the Board members entitled to vote. All such consents shall be delivered to the Academy Secretary to be filed in the Academy's records.

ARTICLE VII - OFFICERS

Section A. Officers. The officers of the Academy shall be the President, the President-Elect, the Vice-President, the Secretary, and the Treasurer.

Section B. Qualifications. The officers must be Fellow members, Senior Fellow members, or Part-time Fellow members in good standing. To be eligible for the office of Vice-President, a Fellow member, Senior Fellow member, or Part-time Fellow member must have served at least two (2) years as a member of the Board.

Section C. Election. The officers are to be elected by a majority of the voting members of the Academy present at the annual business meeting or other meeting of the members at which a quorum is present, or as otherwise permitted pursuant to Article V of these Bylaws. The officers shall be nominated and elected in accordance with Articles V and IX.E.1.b of these Bylaws.

Section D. Tenure. The officers' terms shall be as follows:

1. The President shall serve for a term of one (1) year. The President shall not serve consecutive terms.
2. The President-Elect shall serve for a term of one (1) year and shall succeed the President at the end of the President's term.
3. The Vice-President shall serve for a term of one (1) year and shall succeed the President-Elect at the end of the President-Elect's term.
4. The Secretary shall serve for a term of two (2) years. The Secretary may serve no more than two (2) consecutive terms.
5. The Treasurer shall serve for a term of two (2) years. The Treasurer may serve no more than two (2) consecutive terms.

Notwithstanding the foregoing, all officers shall serve until their successors are duly elected and qualified, except as provided in Section E of this Article. The Board may shorten an officer's term if it deems it in the best interests of the Academy.

Section E. Resignation. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Academy, by giving written notice to the President or the Secretary which includes the effective date of resignation. An officer's resignation shall

take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation is not required to make it effective.

Section F. Removal. Any officer may be removed by the Board, with or without cause, whenever in its judgment the best interests of the Academy will be served thereby.

Section G. Vacancies. In the event of a vacancy in the office of President, the President-Elect shall become the President and retain that office for the remaining term of the vacated office and for the following term for which the President-Elect was scheduled to serve as President. In the event of a vacancy in the office of the President-Elect, the Vice-President shall become the President-Elect for the remaining term of the vacated office and for the following term for which the Vice President was scheduled to serve as President-Elect. A vacancy in any other office shall be filled by action of the Board for the unexpired portion of the term, and said term shall not count toward any term limitations set forth in these Bylaws.

Section H. Rights and Responsibilities.

1. President. The President shall preside at all meetings of the members and of the Board. The President shall perform such other duties and exercise such other rights and powers set forth in these Bylaws, required by law, incident to the office of President, or otherwise determined by the Board. Following the completion of their term(s) as President, the President shall serve as Immediate Past-President until replaced by a subsequent Immediate Past-President. The Immediate Past-President shall be a member of the Board and perform such duties and exercise such powers as may be determined by the President and the Board from time to time.

2. President-Elect. The President-Elect shall assist the President in the discharge of the President's duties and, in the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties and exercise such other rights and powers set forth in these Bylaws, required by law, incident to the office of President-Elect, or otherwise determined by the Board.

3. Vice-President. The Vice-President shall assist the President in the discharge of the President's duties, and in the absence of the President-Elect or in the event of the President-Elect's inability or refusal to act, the Vice-President shall perform the duties of the President-Elect, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President-Elect. The Vice-President shall perform such other duties and exercise such other rights and powers set forth in these Bylaws, required by law, or otherwise determined by the Board.

4. Secretary. The Secretary shall ensure that minutes of the meetings of the members, of the Board, and all committees acting on behalf of the Board are kept in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; ensure safe keeping of the Academy's corporate records; see that a register of the post office address of each member which shall be furnished to the Academy by such member is maintained; and perform all duties incident to the office of Secretary and such other rights and powers set forth in these Bylaws, required by law, or otherwise determined by the Board.

5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Academy; shall be responsible for the maintenance of adequate books of account for the Academy; shall be responsible for the receipt and disbursement of the funds of the Academy; and

shall perform such other duties and exercise such other rights and powers set forth in these Bylaws, required by law, incident to the office of Treasurer, or otherwise determined by the Board. The Treasurer shall also serve as the Chair of the Finance Committee and shall be responsible for ensuring the Finance Committee fulfills its duties and responsibilities as set forth in these Bylaws.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section A. Executive Director. The Executive Director shall serve as the chief administrative executive of the Academy, responsible for the day-to-day business operations of the Academy under the guidance and direction of the Board. The Executive Director shall be appointed by the Board upon such terms and conditions of employment as the Board may determine. The Executive Director shall have the authority to execute contracts and take such other actions on behalf of the Academy as approved by the Board. The Executive Director may employ and may terminate staff members as necessary to carry out the exempt purposes of the Academy and shall perform such other duties as may be specified by the Board.

Section B. Appointment and Removal. The Board shall have responsibility for both the appointment and the removal of the Executive Director. The Board will periodically review and evaluate the Executive Director's performance.

ARTICLE IX – COMMITTEES AND ADVISORY COMMITTEES

Section A. Committees. The Board may, by written resolution, designate one (1) or more committees, each of which will consist of two (2) or more Board members and such other persons as the Board designates, provided that a member of the Board serves as Chair.

Section B. Authority of Committees and Prohibited Acts. Each committee shall have and exercise the authority of the Board in the management of the Academy as provided in the resolution establishing the committee and any charter, guidelines, or rules adopted by the Board for the committee. However, no committee shall have the power or authority to:

1. Adopt a plan for the distribution of the assets of the Academy, or for dissolution;
2. Fill vacancies on the Board or any of its committees;
3. Elect, appoint, or remove any officer or Board member or member of any committee, or fix the compensation of any member of a committee;
4. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation;
5. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage the property or assets of the Academy; or
6. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed by law or these Bylaws.

Section C. Standing Committees. Subject to the provisions of Article IX of these Bylaws, the Academy shall have the following Standing Committees:

1. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, and the Executive Director. The Executive Director shall be the only member of the Executive Committee who does not have a vote. The Executive

Committee shall exercise, between meetings of the Board, all powers of the Board and shall perform such other specific duties as shall be prescribed in these Bylaws or as may be assigned to it by the Board, except those powers which the Executive Committee is prohibited from exercising by law, the Articles of Incorporation, these Bylaws, or by resolution of the Board. The Executive Committee shall meet in regular sessions at least one (1) time each year, at a time when the Board is not meeting. The Executive Committee shall determine the dates and places for its meetings. Special meetings of the Executive Committee may be called by the President, or by request of any two (2) members of the Executive Committee, provided that five (5) days' notice of the meeting has been given to each member of the Executive Committee and that the purposes of and proposals for the meeting are stated therein. Any member of the Executive Committee may waive notice of any meeting.

2. Finance Committee. The Finance Committee shall consist of six (6) members including: (i) the Treasurer, who shall serve as Chair of the Committee; (ii) the President-Elect; (iii) the Vice-President; and (iv) three (3) other Members-at-Large from among the Academy's Fellow, Senior Fellow, and/or Part-Time Fellow membership categories. The Member-at-Large member must have been a past President of the Academy, served as a committee Chair of the Academy, or have significant experience with fiscal matters. For the purposes of this Section IX.C.2, the Board shall determine whether a Member-at-Large has "significant experience with fiscal matters." The Members-at-Large may serve on the Finance Committee for more than one (1) term. The current President of the Academy and the Executive Director shall serve as ex-officio members of the Finance Committee without a vote. The Finance Committee, among other things, shall be responsible for preparing an annual budget for the Board's approval, internal interim financial reports, and the financial policies of the Academy (including but not limited to the Academy's investment policies).

3. Audit Committee. The Audit Committee shall be appointed by the Board and shall be responsible for reviewing and making recommendations to the Board regarding the independent auditor's engagement, the external audit reports, internal audit reports, and the Academy's financial, legal, and regulatory compliance. The Audit Committee shall also be responsible for such other duties of similar nature and as may be assigned by the Board.

Section D. Advisory committees, task forces, and other advisory bodies. The Board may, by written resolution, designate one (1) or more advisory committees, task forces, and other advisory bodies not having and exercising the authority of the Board, which shall consist of such persons as the Board designates. The Board shall determine whether, if at all, an advisory committee, task force, or other advisory bodies must include Board members. The advisory committee, task force, or other advisory body may not act on behalf of the Academy or bind it to any actions, but may make recommendations to the Board or to the officers of the Academy.

Section E. Standing Advisory Committees. The Academy shall have the following standing advisory committees:

1. Nominating Committee.

a. Composition. Nominating Committee shall consist of six (6) members, and shall include the Immediate Past-President who shall serve as Chair, the past president from the preceding year (most recent chair of the committee), and the current President, each of whom shall serve a one (1) year term. The Academy's Executive Director shall serve as ex officio, non-voting member. The other two (2) members of the Committee shall be Members-at-Large who must be either Fellow, Senior Fellow and/or Part-Time Fellow members of the Academy, but shall not be members of the incoming or outgoing

Board. The Members-at-Large shall be elected by the membership in accordance with the following Subsection E.1.b of this Article.

b. Duties. The Nominating Committee shall be responsible for the nomination of Board members, officers, and Nominating Committee Members-at-Large in accordance with this Section. Board members, officers, and Nominating Committee Members-at-Large shall be elected by the membership in accordance with this Section and the Academy's policies and procedures as may be amended from time to time. The Nominating Committee shall solicit and qualify members for nomination. The Nominating Committee may identify candidates for nomination and may accept nominations from members. Any member may submit to the Nominating Committee the name or names of candidates whom they recommend to serve as an officer and/or Board member, or as a Nominating Committee Member-at-Large or member on any other committee. The Nominating Committee shall, after confirming the qualifications and giving due consideration to all recommendations from the membership and such other candidates it may wish to consider, present a slate (Nominating Committee Slate) containing no less than one (1) nominee for each impending vacant office and/or Board seat, and any impending vacant Nominating Committee Member-at-Large position, to the Secretary and the Executive Director. Members of the Nominating Committee are not eligible for inclusion on the Nominating Committee Slate. Prior to including an individual on the Nominating Committee Slate, the Nominating Committee shall discuss with that individual the mission of the Academy; the duties and responsibilities of the position for which the individual is under consideration; and answer the individual's questions. Only if the individual remains interested in the position for which the individual is being considered shall the individual be included in the Nominating Committee Slate.

No less than ninety (90) days prior to the annual business meeting of the members, the Nominating Committee shall present the Nominating Committee Slate to the Board. The Board may either: (i) accept the Nominating Committee Slate; (ii) request that the Nominating Committee present alternative candidates to replace one or more of the candidates identified on the Nominating Committee Slate; or (iii) substitute any or all candidates identified on the Nominating Committee Slate. No less than sixty (60) days prior to the annual business meeting of the members, the Board shall identify on the Academy's website a final slate of nominees to replace any officers, Board members, and/or Nominating Committee Members-at-Large whose terms are scheduled to end in conjunction with the upcoming annual business meeting of the members. Alternate slates may be presented by any member in good standing by submitting to the Academy's Secretary and the Academy's Executive Director, no less than thirty (30) days prior to the annual business meeting of the members, a petition identifying the alternative slate signed by not less than five percent (5%) of the Academy's voting members including the individual(s) included on the alternative slate. Alternative slates submitted after the deadline or otherwise not in compliance with this provision shall be considered null and void. If a valid alternative slate and petition is received within the prescribed deadline, a vote of the eligible voting members will be conducted at the annual business meeting of the members. If no valid alternate slate is received within the prescribed deadline, the Board's slate shall be elected by acclamation at the annual business meeting of the members.

2. Awards Committee. The Awards Committee shall consist of the Academy Vice President, who shall be the Chair, a past President at least four (4) years removed, and two (2) Members-at-Large appointed by the current President. If, during any annual period, no past President at least four (4) years removed is available or willing to serve on the Awards

Committee, the Board may appoint an individual to serve during said annual period. The Awards Committee shall screen all candidates for Academy awards and Honorary membership and make recommendations to the Board in accordance with the Academy's policies and procedures. Members of the Awards Committee shall be provided with the rules, qualifications, and procedures governing the awards they will consider.

3. Inclusion and Engagement Committee. The Inclusion and Engagement Committee shall be appointed by the President as approved by the Board and shall consist of a Chair and additional members as the President may deem appropriate. The terms of the committee members shall be in accordance with Academy policy. The committee shall plan and coordinate the Academy's initiatives to fulfill the Academy's goals related to inclusion and engagement of its diverse members, and shall fill other related charges as assigned by the Board.

4. Specialty Brand Expansion Committee. The Specialty Brand Expansion Committee shall be appointed by the President as approved by the Board, and shall consist of a Chair and additional members as the President may deem appropriate. The terms of the committee members shall be in accordance with Academy policy. The committee shall plan and coordinate the Academy's initiatives to fulfill the Academy's goals related to advancing awareness, appreciation, and value of the specialty of PM&R with key stakeholders outside of PM&R, and shall fulfill other related charges as assigned by the Board.

5. Medical Education Committee. The Medical Education Committee shall be appointed by the President as approved by the Board, and shall consist of a Chair and additional members as the President may deem appropriate. The terms of the committee members shall be in accordance with Academy policy. The committee shall plan and coordinate the Academy's initiatives to fulfill the Academy's educational goals and serve the needs of its members and all those associated with the practice of physiatry, and shall fulfill other related charges as assigned by the Board.

6. Quality, Practice, Policy and Research Committee. The Quality, Practice, Policy and Research Committee shall be appointed by the President as approved by the Board, and shall consist of a Chair and additional members as the President may deem appropriate. The terms of the committee members shall be in accordance with Academy policy. The committee shall plan and coordinate the Academy's health policy, legislative, medical practice, research, clinical quality and related initiatives, and shall fulfill other related charges as assigned by the Board.

Section F. Subcommittees. The chairperson of a committee, advisory committee, task force, or other advisory body, with the approval of the President, may appoint necessary subcommittees to consider and report to the committee on a specific issue within the committee's jurisdiction. A duly appointed member of the standing committee will be designated as chairperson of a subcommittee, Subcommittee members must be members of the Academy who are in good standing.

Section G. Vacancies. Vacancies in the membership of any committee, advisory committee, task force, or other advisory body shall be filled by the President. An individual appointed to fill a vacancy shall begin a new term upon appointment.

Section H. Quorum. A majority of the whole committee, advisory committee, task force, or other advisory body shall constitute a quorum, unless otherwise provided in these Bylaws or by resolution of the Board.

Section I. Manner of Acting. A committee, advisory committee, task force, or other advisory body meeting may be called by the Board; the President; the chair of the committee, advisory committee, task force, or other advisory body; or by a majority of the members of the committee, advisory committee,

task force, or other advisory body. A minimum of five (5) days notice shall be given for any committee, advisory committee, task force, or other advisory body meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory committee, task force, or other advisory body unless otherwise provided in these Bylaws or by resolution of the Board. No member of a committee, advisory committee, task force, or other advisory body may vote by proxy.

Section J. Minutes. Each committee shall keep regular minutes of any action taken on behalf of the Board. All minutes shall be delivered to the Secretary to be filed in the Academy's corporate records.

Section K. Charters, Guidelines, and Rules. The Board may adopt additional charters, guidelines, or rules for a committee, advisory committee, task force, or other advisory body as it deems appropriate. Each committee, advisory committee, task force, or other advisory body may adopt rules for its own governance not inconsistent with the Articles of Incorporation, these Bylaws, the law, or the resolution establishing the committee, advisory committee, task force or other advisory body, or any charter, guidelines, or rules adopted by the Board.

Section L. Informal Action by Committees. Except as otherwise provided in the resolution establishing a committee, the authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all members entitled to vote.

Section M. Authority of the Board. The Board may at any time dissolve, reconstitute, alter, remove a member, or take any other action with regard to a committee, advisory committee, task force, or other advisory body which the Board, in its sole discretion, determines to be in the best interest of the Academy.

Section N. Liaison Appointments. The President, with the Board's approval, may appoint a qualified individual to serve in a liaison capacity between the Academy and any other organization with a common interest for a term consistent with the nature of the liaison position.

Section O. Appointments to American Medical Association (AMA) House of Delegates. In the even numbered years, the President, with the Board's approval, shall appoint Fellow members as Delegates to the AMA House of Delegates, each for a term of two (2) years, and shall designate one Delegate as Chair.

ARTICLE X - COUNCILS

The Board may, by written resolution, establish one (1) or more formal constituency models that concentrate(s) its membership into specific focused groups to advance growth and innovation in the various specialized area of PM&R (Councils). The Board may create one (1) or more Councils as it deems necessary to fulfill its duties and responsibilities and further its exempt purposes. Each Council shall have and exercise the authority specifically authorized by the Board as provided in the resolution establishing the Council, any charter adopted by the Board regarding the Council's governance (Charter), and any other guidelines, rules, policies and/or procedures adopted by the Board for the Council. The Council shall have no authority to act other than as provided by the Board. The Board may at any time dissolve, reconstitute, alter, or take any other action with regard to a Council which the Board, in its sole discretion, determines to be in the best interest of the Academy.

ARTICLE XI - FINANCES

Section A. Raising of Funds. Funds for conducting the affairs of the Academy may be raised by: (1) initiation fees, annual dues and regular and/or special assessments imposed on the members; (2) voluntary contributions, devises, bequests, and other gifts; and (3) any other manner approved by the Board.

Section B. Fiscal Years. The Academy's fiscal year is from January 1 to December 31.

Section C. Budget. The financial operations of the Academy shall be conducted in accordance with the Academy's budget as approved or amended by the Board.

Section D. Annual Audit. The Board shall require an annual audit report by a certified public accountant covering all income and expenditures within the Academy for each fiscal year and the financial condition as of the end of each year.

ARTICLE XII - CODE OF CONDUCT

The Board shall adopt and may maintain and/or amend from time to time a Code of Conduct to serve as a guideline for professional conduct in connection with the various specialized area of PM&R and a statement of ideals, commitments and responsibilities of the physiatrist to patients, their families, other health professionals, and society.

ARTICLE XIII - DISCIPLINARY ACTION

Section A. Causes. The Academy may take disciplinary action against a member who has committed one or more of the following acts:

1. Default in payment of dues and assessments.
2. Suspension or expulsion by the local medical society.
3. Suspension or revocation of license to practice medicine.
4. Violation of the Code of Conduct.
5. Commission of a crime involving moral turpitude.
6. Other act determined in the discretion of the Board to be detrimental to the best interests of the Academy.

Section B. Procedure. Disciplinary action by the Academy against a member shall be taken by the Board. The Board shall establish policies and procedures to govern the undertaking of disciplinary action and provide such policies and procedures to any member charged with disciplinary violations. Disciplinary action may include, without limitation, the suspension or revocation of membership. The action of the Board on a disciplinary matter under this Article shall be final and not subject to appeal.

ARTICLE XIV - RULES OF ORDER

In the absence of any provisions in these Bylaws to the contrary, all meetings of the members, of the Board, and of any committee, advisory committee, task force, or other advisory body shall be governed by the parliamentary rules and usages contained in the current edition of Robert's Rules of Order.

ARTICLE XV - ELECTRONIC AND FACSIMILE TRANSMISSIONS

Any notice required pursuant to these Bylaws may be delivered by facsimile, email, or other electronic means to the address of the member appearing in the records of the Academy. Any action provided for in these Bylaws that are required to be in writing shall be satisfied by any communication transmitted or received by facsimile, email, or other electronic means. Electronic signatures on the part of either the Academy or a member shall be effective for any such notices, communications or actions.

ARTICLE XVI - PARTICIPATION AT MEETINGS BY CONFERENCE TELEPHONE OR OTHER MEANS

Members of the Board, or of any standing committee, advisory committee, subcommittee, task force and/or other advisory bodies designated by the Board and/or these Bylaws, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or other electronic and/or telecommunications equipment in which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence at such meeting.

ARTICLE XVII - INDEMNIFICATION

Section A. Indemnification in Actions Other than by or in the Right of the Academy. The Academy shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Academy) by reason of the fact that the individual is or was a Board member, officer, employee, or agent of the Academy, or is or was serving at the request of the Academy as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Academy and, with respect to any criminal action or proceeding, had no reasonable cause to believe that their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Academy or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct was unlawful.

Section B. Indemnification in Actions by or in the Right of the Academy. The Academy shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Academy to procure a judgment in its favor by reason of the fact that such person is or was a Board member, officer, employee, or agent of the Academy, or is or was serving at the request of the Academy as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Academy, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Academy, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section C. Right to Payment of Expenses. To the extent that a Board member, officer, employee, or agent of the Academy has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section D. Determination of Conduct. Any indemnification under Sections A and B of this Article (unless ordered by a court) shall be made by the Academy only as authorized in the specific case, upon a determination that indemnification of the Board member, officer, employee or agent is proper in the

circumstances because the applicable standard of conduct set forth in Sections A or B of this Article has been met. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Board members who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

Section E. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Academy in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Academy as authorized in this Article.

Section F. Other rights. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of members or disinterested Board members, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to a person who has ceased to be a Board member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section G. Insurance. The Academy may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the Academy, or who is or was serving at the request of the Academy as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the Academy would have the power to indemnify such person against such liability under the provisions of this Section.

Section H. Severability. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XVIII - AMENDMENTS

Section A. Amendments by the Board. The power to alter, amend, or repeal these Bylaws or adopt new bylaws shall be vested in the Board unless otherwise provided in the Articles of Incorporation or these Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Prior to adopting any amendments pursuant to this Section A, the Board shall provide the voting members of the Academy with notice of the proposed amendments at least thirty (30) days prior to the Board meeting at which the amendment will be considered for adoption by the Board.

Section B. Amendments by the Members. In addition, these Bylaws may be amended by a majority of the voting members present at a meeting at which a quorum is present, provided that not less than thirty (30) days prior to the meeting a written notice of intention to amend, specifying the amendment, is given to each member entitled to vote.

Section C. General Content. These Bylaws may contain any provisions for the regulation and management of the affairs of the Academy not inconsistent with the law or the Articles of Incorporation.